



**NORFOLK
SOUTHERN**

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

Writer's Direct Dial Number
(804) 629-2818
Telecopier: (804) 533-4872

RECORDATION NO. 15637-D FILED 1425

JUL 12 1994 -3 35 PM

INTERSTATE COMMERCE COMMISSION

J. Gary Lane
General Solicitor

0100305061

July 6, 1994

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Bill of Sale, a secondary document, dated as of June 30, 1994. The primary document to which this is connected is recorded under Recordation No. 15637.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Mercantile-Safe Deposit and Trust
Company
Two Hopkins Plaza
Baltimore, Maryland 23201

LESSEE/GUARANTOR: TCS Leasing, Inc.
(formerly Triple Crown Services, Inc.)
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the document is generally described as follows:

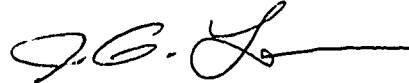
<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Identifying Numbers (both inclusive)</u>
81	Mark IV Rail/Highway Trailers (RoadRailers®)	---	from the series TCSZ 911000-911374 and 210000-210624

A fee of \$18.00 is enclosed. Please return two of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Bill of Sale dated as of June 30, 1994, with respect to equipment subject to Equipment Trust Agreement with Recordation No. 15637, dated April 1, 1988, and covering 81 Mark IV rail/highway trailers from the series numbered TCSZ 911000-911374 and 210000-210624.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J.G. Lane", with a long horizontal flourish extending to the right.

J. Gary Lane

jgl
Enclosures



Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
General Solicitor

—
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July 6, 1994

Ms. Su-Jin Lee
Legal Assistant
Sidley & Austin
1722 Eye Street, N.W.
Washington, D.C. 20006

RECORDATION NO. **15637-D** FILED 1425
JUL 12 1994 -3 30 PM
INTERSTATE COMMERCE COMMISSION

Re: Release and Bill of Sale

Dear Ms. Lee:

Enclosed for filing with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 are three counterparts of a Release and Bill of Sale, together with the original of my transmittal letter to the ICC. Will you please arrange to have these filed with the ICC and return to me two counterparts stamped with the Commission's recordation data. The filing fee for this will be \$18.00. Thanks.

Very truly yours,

A handwritten signature in dark ink, appearing to be 'J. Gary Lane', written over a horizontal line.

J. Gary Lane

jgl
encl.

cc: G. P. Moates

LICENSING BRANCH

JUL 12 3 30 PM '94

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 12, 1994

J. GARY LANE
NORFOLK SOUTHERN CORPORATION
THREE COMMERCIAL PLACE
NORFOLK VIRGINIA 23510-2191

Dear MR. LANE:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/12/94 at 3:35PM, and assigned recordation number(s). 15637-D

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one stamped on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

Fulidia M. Stokes

JUL 12 1994 -3 35 PM

TRIPLE CROWN SERVICES EQUIPMENT TRUST
SERIES A INTERSTATE COMMERCE COMMISSIONRELEASE AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Mercantile-Safe Deposit and Trust Company (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of April 1, 1988, as amended and supplemented (the "Agreement"), between the Trustee and TCS Leasing, Inc. (formerly named Triple Crown Services, Inc.) (the "Company"), providing for the formation of Triple Crown Services Equipment Trust, Series A (the "Equipment Trust"), hereby certifies that it has been paid under Section 4.7 of the Agreement the Fair Value of the units of equipment described on Exhibit A attached hereto (the "Equipment"), which Equipment was subject to the Agreement.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and upon the request of the Company under the Agreement, the Trustee hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Company, as its absolute property, all of the Trustee's right, title and interest in and to the Equipment and releases the Company from any and all obligations of the Agreement with respect to the Equipment.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by its duly authorized officers and its corporate seal to be hereunto affixed, this 30th day of June, 1994.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Trustee

By: Robert D. Brown
Title: Corporate Trust Officer

ATTEST:

Alexander M. Kalk
Assistant Secretary

City OF Baltimore

Corporate Trust Officer of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: 9/25/94

EXHIBIT A

Equipment bearing the identifying initials TCSZ and the following identifying unit numbers:

UNIT NO.	FAIR VALUE	UNIT NO.	FAIR VALUE	UNIT NO.	FAIR VALUE	UNIT NO.	FAIR VALUE
210011	16,737	210230	16,737	210443	20,921	911138	12,553
210013	16,737	210232	16,737	210478	16,737	911195	16,737
210015	16,737	210234	16,737	210489	16,737	911203	16,737
210016	16,737	210284	16,737	210500	16,737	911214	16,737
210048	16,737	210292	16,737	210501	16,737	911232	16,737
210063	16,737	210317	16,737	210504	16,737	911268	16,737
210072	16,737	210324	16,737	210508	16,737	911272	16,737
210101	16,737	210344	16,737	210520	16,737	911278	16,737
210121	16,737	210347	16,737	210562	16,737	911300	16,737
210127	16,737	210366	16,737	210565	16,737	911328	16,737
210137	16,737	210374	16,737	210568	16,737	911336	16,737
210164	16,737	210380	16,737	911030	12,553	911339	16,737
210165	16,737	210382	16,737	911035	12,553	911341	16,737
210168	16,737	210388	20,921	911056	12,553	911345	16,737
210170	16,737	210402	20,921	911069	12,553	911352	16,737
210192	16,737	210406	20,921	911095	12,553	911357	16,737
210198	16,737	210417	20,921	911103	12,553	911366	16,737
210207	16,737	210429	20,921	911123	12,553	911367	16,737
210210	16,737	210431	20,921	911228	16,737	911371	16,737
210213	16,737	210440	20,921	911133	12,553	210375	16,737
210229	16,737						
						TOTAL	\$1,351,315.00